

1 1. Gray Meyer Fannin LLC (the “Movant”), as defendant in the Maricopa
2 County Superior Court for the District of Arizona, Case No. CV2010-020323 (the
3 “Removed Case”), hereby removes the Removed Case to the United States Bankruptcy
4 Court for the District of Arizona (the “Bankruptcy Court”).

5 **Entitlement to Removal.**

6 2. On May 9, 2010, the Debtors commenced the above-captioned Chapter 11
7 cases, jointly administered under Case No. 2:10-bk-14140-RJH (the “Bankruptcy Case”) in the Bankruptcy Court in the District of Arizona. The Removed Case was commenced
8 in the Superior Court of Maricopa County on June 24, 2010. It was served on the Movant
9 on June 30, 2010. Copies of the Superior Court docket and all Pleadings will be filed in
10 accordance with Rule 9027-1 (c), Local Rules of Bankruptcy Procedure for the District of
11 Arizona.
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13 3. The Plaintiff in the Removed Case, TPG (Grigio) Mezzanine, LLC (“TPG”) holds a claim against Debtor Mondrian TTL, L.L.C. TPG acquired the Claim shortly
14 before the bankruptcy cases were filed. TPG alleges in the Removed Case that it is
15 entitled to collect on the Movant’s guaranty of the Claim.
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17 4. TPG’s filing of the Removed Case is an obvious tactic to exert pressure on
18 the Debtors in the Bankruptcy Case. It is unnecessary and wasteful, as the Debtors
19 explained on the first day of the Bankruptcy Case that they had a potential source of
20 recapitalization that would provide them with more than sufficient funds to satisfy in full
21 the TPG claim (*See* DE 11 ¶ 36). Indeed, the Debtors will soon file their plan of
22 reorganization, and will propose a treatment of how the TPG claim will be paid.

23 5. The Removed Case accordingly is related to the Bankruptcy Case, and this
24 Court has jurisdiction of the Removed Case pursuant to 28 U.S.C. § 1334(b). Therefore,
25 pursuant to 28 U.S.C. § 1452(a), the Removed Case may be removed from the Superior
26 Court to this Court.

1 6. As permitted by Bankruptcy Rule 9027(a)(3), this Notice of Removal is
2 being timely filed within 30 days after the Movant's receipt of the summons and
3 complaint, the initial pleading in the Removed Case. This Notice is filed in the
4 Bankruptcy Court pursuant to Local Bankruptcy Rule 9027-1(a) ("A notice of removal of
5 litigation pending in a court in Arizona, together with an adversary proceeding cover
6 sheet, shall be filed with the bankruptcy court clerk's office in the division where the
7 removed litigation is pending."). This removed action is within the automatic reference
8 from the District Court to the Bankruptcy Court as provided in the District Court's General
9 Order 01-15(1) filed June 29, 2001 ("Pursuant to 28 U.S.C. § 157(a), the court hereby
10 refers to the bankruptcy judges for this district all cases under title 11 and all proceedings
11 under title 11 or arising in or related to a case under title 11 as of the effective date of the
12 present Bankruptcy Act.").

13 **Core/Non-Core Status of Removed Case.**

14 7. The Removed Case is a non-core proceeding within the meaning of 28
15 U.S.C. § 157(b) Pursuant to of 28 U.S.C. § 157(c)(2), the Movant consents to the District
16 Court's referral of the Removed Case to the Bankruptcy court to hear and determine and to
17 enter appropriate orders and judgments, subject to review under 28 U.S.C. § 158.
18 Pursuant to Bankruptcy Rule 9027(a)(1), the Movant consents to the entry of final orders
19 or judgments by the bankruptcy judge.
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Filing in Superior Court.

DATED: July 7, 2010.

By /s/ Michael W. Carmel (#007356)

COPY of the foregoing mailed
this 7th day of July, 2010 to:

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